

BUILDING OWNERS AND MANAGERS ASSOCIATION OF OTTAWA-CARLETON CONSTITUTION AND BYLAWS

2013 Version	Suggested Changes	2025 Version
ARTICLE 1: NAME AND DEFINITIONS		
<p><u>Section 1.1</u> The organization is named “Building Owners and Managers Association of Ottawa-Carleton” incorporated by Ontario Letters Patent dated 1st May 1978, for which the diminutive “BOMA Ottawa” shall be acceptable.</p>		
<p><u>Section 1.2</u> The following definitions apply to capitalized terms in the by-laws:</p>		
<p>“Commercial” means non-residential uses, namely, office, industrial, retail, institutional uses.</p>	<p>Delete everything after non residential as the other asset classes are what remains.</p>	<p>“Commercial” means a building for non-residential uses, namely, office, industrial, retail, institutional uses.</p>
<p>“Commercial Property” means a built structure used for the purposes of office, industrial, retail or institutional uses, but excluding residential only buildings;</p>	<p>This definition changed to be more generic so as to allow for public realm gathering places performance theatres or a sports venue, but still put the exclusion of residential (which has its own definitions)</p>	<p>Commercial Property” means a built structure not intended for private occupancy whether on a permanent basis or not; and includes buildings used for retail, institutional, industrial or public realm purposes.</p>
<p>“Committee” and/or “Committees” means a group of Members and other appointees, established from time to time by the Board, which group shall fulfill the mandate and policy related to that Committee as such mandate and policies are defined by the Board. Committees and members of Committees act at the will of the Board and are chaired by a Member appointed by the Board. The chair appointment is to be reviewed by the Board yearly and chairs of Committees sit at the will of the Board;</p>	<p><i>No change is recommended to the bylaws, but in 2025 the BOMA Policies & Procedures Manual (PPM) will identify that Committees are re-appointed with each new Board, including confirmation of the Chair and Liaisons.</i></p>	
<p>“Company” means any formal and registered business entity, which may be a corporation, a partnership, association or individual proprietorship;</p>		
<p>“Member” shall have the meaning ascribed to this term in section 4.1;</p>		
<p>“Organization” means a government body or agency or a not-for-profit agency or association;</p>		
<p>“Residential Property” means one or more built structures occupied or available for sale or lease for residential purposes.</p>	<p><i>No change is recommended to the bylaw definition, but there will be an adjustment to Section 4.1.</i></p>	
<p>“Special Assessments” means a charge approved by the Board to a category, or all categories, of membership, that is intended to support the mission of the Association in accordance with these by-laws;</p>		

<p>“Task Force” or “Task Forces” means special purpose panels or groups of Members and other appointees appointed for a fixed period of time by the Board for specific mandate or task;</p>	<p><i>As a standard practice BOMA will, in general not use the term sub-committee, but will form Task Forces, to create the sense of an urgency in dealing with an issue or a project and to better define a more specific beginning and ending of its role.</i></p>
<p>“Territory” shall have the meaning ascribed to this term in subsection 3.1(b);</p>	<p><i>The BOMA Territory bylaw map is updated as Appendix 1</i></p>

<p>“Then Current Process” means the approved processes or policies of the Board current at that point in time;</p>		
		<p>“Association” shall have the meaning of BOMA Ottawa</p>
		<p>“Chair” means the person who serves as Chair of the Board of Directors, a Committee or a Task Force</p>
		<p>“Director(s)” means the volunteers that are elected by the membership to serve on the BOMA Ottawa Board of Directors</p>
		<p>“Membership” is the collective of all members defined by all the categories found in section 4.1.</p>
		<p>“Corporate Membership” refers to companies, partnerships & sole proprietorships, and their representatives, who own or manage a building(s) or properties subject to section 4.1.</p>
		<p>“Allied Membership” refers to companies, partnerships & sole proprietorships, and their representatives, which provide product and/or services directly related to the commercial real estate industry.</p>
		<p>“Corporate Principal Member” is the designated individual of a Corporate Membership to serve as the representative of the company, partnership or sole proprietorship with voting rights.</p>
		<p>“Allied Principal Member” is the designated individual of an Allied Membership. Allied Members do not hold voting rights.</p>
		<p>“Ex officio” refers to someone holding a position or role automatically due to their status or due to another official position.</p>
		<p>“Director at Large” refers to a board member, without specific duties, who represents the other Board Members that are not part of the Executive Committee.</p>
		<p>“Annual General Meeting or AGM” is the yearly gathering where the attending membership discuss performance, elect directors, and make key decisions.</p>
		<p>Ordinary Resolution - means a resolution passed by a simple majority (more than 50%) of the votes cast by the members entitled to vote who are present in person or by proxy at a duly convened meeting.</p>
		<p>Special Resolution - means a resolution that requires at least a two-thirds (or as specified by applicable law or otherwise specified in the bylaws) the majority of the votes cast by the members entitled to vote who are present in person or by proxy at a duly convened meeting.</p>
		<p>“ONCA” “The Act” refers to the Ontario Not-for-Profit Corporations Act, which is a legal framework that governs how not-for-profit corporations in Ontario are created, governed, and dissolved.</p>

ARTICLE 2

2013 Version	Suggestion Changes	2025 Version
ARTICLE 2: OBJECTS		
<u>Section 2.1</u> The objects of the Association shall be:		
a) to facilitate the interchange of ideas in the business of development, management, operation and maintenance of buildings;	<i>Modernizing the role of the association to add a role related to government rules and regulations.</i>	to facilitate the interchange of ideas in the business of development, management, operation and maintenance, improvement and regulatory compliance of buildings;
(b) to promote the sustainability of the business of ownership and management of buildings;		
(c) to establish ties of business association among its members;		
(d) to create, maintain and develop cooperation among the owners and managers of buildings in the highest ethical tradition and standards of propriety in the business of ownership and management of buildings;	<i>To recognize the importance of Service Providers (Allied Members) to the industry and to the association.</i>	to create, maintain and develop cooperation among the owners and managers of buildings and service providers to the commercial real estate industry in the highest ethical tradition and standards of propriety in the business of ownership and management of buildings;
(e) to actively support measures considered beneficial to the common good of the membership and to the community it serves and just as actively oppose measures considered harmful;	<i>The definition of what activities might be defined as harmful will be drafted and added to an updated Policies and Procedures Manual.</i>	to actively support measures considered beneficial to the common good of the membership and to the community it serves and just as actively oppose measures considered harmful examples of which are defined in the BOMA Ottawa Policies & Procedures Manual. ;
(f) to do all such other things as are incidental or conducive to the attainment of the above objects through Networking, Professional Development & Advocacy.		
	New	(g) to provide a forum for service providers, who adhere to the highest standards, to support and understand the issues of the Commercial Real Estate industry.

ARTICLE 3

2013 Version	Suggestion Changes	2025 Version
ARTICLE 3: OPERATIONS		
<u>Section 3.1</u>		
(a) The operations of the Association are to be carried on without the purpose of gain for the Members and any profits or other accreditations to the Association shall be used solely in promoting its Objects.		
(b) The territory of operations of the Association shall include the National Capital Region as defined by the National Capital Act as attached hereto and further described in the attached map Appendix "1" and shall extend to Pembroke, Ontario, to the Northwest and then on a line southwest to Kingston, Ontario, then on a line east to the Quebec border (herein referred to as the "Territory"). The cities of Pembroke and Kingston are within the territory.	Updated to define that the BOMA Ottawa territory extends to Belleville and all 613 area code regions.	The territory of operations of the Association shall include the National Capital Region as defined by the National Capital Act as attached hereto and further described in the attached map Appendix "1" and shall extend to Pembroke, Ontario, to the Northwest and then on a line southwest to Kingston , Belleville Ontario, then on a line east to the Quebec border (herein referred to as the "Territory"). The cities of Pembroke and Kingston Belleville are within the territory.
(c) The office of the Association shall be situated within the City of Ottawa in the Province of Ontario.		

ARTICLE 4

2013 Version	Suggestion Changes	2025 Version
ARTICLE 4: MEMBERSHIP		
<u>Section 4.1</u> Categories		
<p>The Board shall first approve each eligible applicant in accordance with its Then Current Process, before an applicant can become a Member.</p>	<p>This clause was expanded to better match the current process for accepting, reviewing and approving membership requests.</p>	<p>Potential new members shall submit a written request for membership on the Then Current Process form to the BOMA Office, including sponsorship as defined by the Then Current Process. The Applications will be presented first to the BOMA Executive Committee for their approval which will then submit to the Board, who The Board shall first approve each eligible applicant in accordance with its Then Current Process, before an applicant can become a Member.</p>
<p>Categories of membership (collectively referred to as “Members”)</p>		
<p>i. “Corporate Member” means a Company or Organization which owns or manages Commercial Property in the Territory, to be equal to or in excess of 20,000 square feet (1,858 square meters) or, if less than 20,000 square feet (1,858 square meters), the building must be leased out for Commercial purposes. Each Corporate Member shall designate one (1) individual who shall have its voting privilege and who shall be called its “Designated Member”.</p>	<p>It was felt that the standard should be raised from the original definition of 20,000 square feet.</p> <p>ONCA requires we more clearly define voting privileges.</p> <p>The definition of how many Associate Members were granted to each level (and type) of membership.</p> <p>We don’t use the term Designated, we use the term Principal Member.</p>	<p>Corporate Member - means a Company or Organization which owns or manages Commercial Property in the Territory, to be equal to or in excess of 50,000 square feet (4,645 square meters) or, if less than 50,000 square feet (4,645 square meters), the building must be leased out for Commercial purposes.</p> <p>Each Corporate Member shall designate one (1) individual who shall have its voting privilege and who shall be called its “Principal Member”.</p> <p>In addition to the Principal Member, Corporate Members will have “Associate Members” based on the size of the portfolio they manage as follows</p> <p>Corporate 0 – up to 500,000 ft² (46,451 m²) 1 Associate Member</p> <p>Corporate 1 – between 500,000 (46,452 m²) –1,000,000 ft² (92,903 m²) 2 Associate Members</p> <p>Corporate 2 – Greater than 1,000,000 square feet (92,903 m²) 3 Associate Members</p> <p>Corporate Associate members do not have voting privileges.</p>
<p>ii. “Corporate Residential Member” means Company or Organization who does not otherwise qualify as a Corporate Member, and which owns or manages Residential Property in the Territory, comprised, in the aggregate, of not less than one hundred (100) individual units. Each Corporate Residential Member shall designate one (1) individual who shall be called its “Designated Member”.</p>	<p>It was felt that the standard should change from individual units, to the size of the building, to better match Corporate Member standard as size of building is more relevant to the value of membership than units.</p> <p>We don’t use the term Designated, we use the term Principal Member.</p>	<p>Corporate Residential Member - means Company or Organization who does not otherwise qualify as a Corporate Member, and which owns or manages Residential Property in the Territory, comprised, in the aggregate, of not less than 50,000 square feet (4,645 square meters).</p> <p>Each Corporate Residential Member shall designate one (1) individual who shall be called its Principal Member”.</p> <p>In addition to the Principal Member, Corporate Residential Members will designate 1 “Associate Member”.</p> <p>Corporate Residential members do not have voting privileges.</p>
<p>iii. “Allied Member” means a Company or Organization that provides products and/or services to the Commercial Property industry. Each Allied Member shall designate one (1) individual who shall be called its “Designated Member”.</p>	<p>We don’t use the term Designated, we use the term Principal Member.</p>	<p>Allied Member - means a Company or Organization that provides products and/or services to the Commercial Property industry.</p> <p>Each Allied Member shall designate one (1) individual who shall be called its “Designated Principal Member”.</p>

		<p>In addition to the Principal Member, Allied Members can designate 1 "Associate Member".</p> <p>Allied members do not have voting privileges.</p>
v. "Additional Member" means membership for additional employees or partners of Corporate, Corporate Residential and Allied Members, who qualify by reason of their nomination by their respective companies and shall be designated as Corporate, Corporate Residential, or Allied "Additional Member", respectively.		<p>"Additional Associate Member" means membership for additional partners or employees of Corporate, Corporate Residential and Allied Members, who qualify by reason of their nomination by their respective companies and shall be designated as Corporate, Corporate Residential, or Allied "Additional Associate Member", respectively.</p> <p>Associate members do not have voting privileges.</p>
		<p>Additional Member - means individuals who would otherwise qualify for membership however, their employer has not designated them as either a Principal or Associate Member, but would pay an additional fee for their membership.</p> <p>Additional members do not have voting privileges.</p>

	Membership Classes
	<p>Membership Conditions. Subject to the Articles, there shall be 10 classes of individual members in the Association. The Board may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.</p> <p>The following conditions of membership shall apply:</p>
	<p>1. Corporate Principal Membership shall be available only to persons who have applied for and been accepted into voting membership in the Association. The term of membership of a Corporate Principal member shall be annual, subject to renewal in accordance with the By-laws of the Association. As set out in the Articles, each Corporate Principal member is entitled to receive notice of, attend and vote at all meetings of members, and each voting member shall be entitled to one vote at such meetings;</p>
	<p>2. Allied Principal Membership shall be available only to persons who have applied for and been accepted into membership in the Association. The term of membership of an Allied Principal member shall be annual, subject to renewal in accordance with the By-laws of the Association. Each Allied Principal member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings;</p>
	<p>3. Associate Membership shall be available only to persons who have applied for and been accepted into membership in the Association. The term of membership of an Associate member shall be annual, subject to renewal in accordance with the By-laws of the Association. Each Associate member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings;</p>
	<p>4. Additional Membership shall be available only to persons who have applied for and been accepted into membership in the Association. The term of membership of an Additional member shall be annual, subject to renewal in accordance with the By-laws of the Association. Each Additional member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings.</p>
	<p>5. Corporate Residential membership shall be available only to persons who have applied for and been accepted into membership in the Association. The term of membership of a Corporate Residential member shall be annual, subject to renewal in accordance with the By-laws of the Association. Each Corporate Residential member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings;</p>
	<p>6. Life Member means individuals who: (i) have completed at least 15 years of consecutive membership; (ii) are recognized as having rendered distinguished service to the Association; and (iii) because of retirement or other cause, are no longer eligible for a member category. Life Membership nominations shall be first recommended by the Board and shall be ratified by the members at an Annual General Meeting by Ordinary Resolution. Each Life Member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings.</p>
	<p>7. Educational Members means individuals enrolled in educational programs that are recognized by BOMA Ottawa, in accordance with Then Current Processes of the Board and outlined in the BOMA Ottawa Policies and Procedures Manual. Each Education Member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings.</p>
	<p>8. Member-in-Transition means a current Member, who loses their membership, because they are no longer employed by their Corporate, Corporate Residential or Allied Member. A Member-in-Transition, after written notice and request to the Executive Director, can, after approval of the Board, continue as a Member-In-Transition for a period of up to twelve (12) months after such approval. Each Member-In-Transition Member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings. A Member-In-Transition is not required to pay dues during the twelve (12) month period.</p>
	<p>9. Honorary Member means any individual whom the Association desires to honour. Honorary Member nominations shall be first recommended by the Board and shall be ratified by the Members at an Annual General Meeting. Each Honorary Member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings.</p>
	<p>10. Retired Member means a retiree who had been a member in good standing and active in the Association but is not eligible for membership through the other membership categories. A Retired Member after written notice and request to the Executive Director, can, after approval of the Board, continue as a Retired Member. The term of membership of a Retired Member shall be annual, subject to renewal in accordance with the By-laws of the Association. Each Retired Member is entitled to receive notice of, attend all meetings of members, but not entitled to vote at such meetings;</p>

<u>Section 4.2</u> Dues and Assessments		
a. Members shall pay annual dues, membership fees and/or special assessments as determined and approved by the Board in accordance with membership dues, fees and assessment policy approved by the Board from time to time.		
b. Special Assessments may be levied and assessed for purposes to be determined from time to time by the Board.		
c. Such dues and Special Assessments shall be due and payable within time limits prescribed by the Board.		
d. A Member shall pay its debt for any amounts due under this section to the Association within the time period prescribed for that debt.	<i>Should add the expression "may be subject to late fee's" Should make note that past debts need to be paid before memberships can be renewed.</i>	A Member shall pay its debt for any amounts due under this section to the Association within the time period prescribed for that debt. Outstanding debts must be paid to qualify for membership renewal. Outstanding debts may be subject to late fees.
e. Life, Honorary and In-Transition Members shall not be assessed any annual dues, membership fees or assessments but shall pay attendance, publications, events and education fees and costs.		
<u>Section 4.3</u> Responsibilities		
Members shall adhere to the by-laws of the Association and policies of the Board as determined from time to time and distributed to the Members.		
<u>Section 4.4</u> Privileges		
The Representatives and Alternates of Corporate, Corporate Residential and Allied Members shall each have the right to hold office in the Association, but only the Designated Representatives of Corporate Members shall hold the offices of the President and the Vice President.		The Representatives-Principal and Alternates Associate Member(s) of Corporate, Corporate Residential and Allied Members shall each have the right to hold office in the Association, but only the Principal Member Designated Representatives of Corporate Members shall qualify to hold the offices of the President and the Vice President.

Section 4.5 Resignation, Reinstatement		Section 4.5 Resignation, Suspension, Disqualification, Reinstatement
a. Resignation from membership may be made at any time with written notice forwarded to the registered office of the Association and shall be effective from the date of notice, with no rebate on dues paid for that fiscal year.	This section was divided to Resignation, Suspension, Disqualification and	4.5.1 Resignation (a) Resignation from membership may be made at any time, with written notice, forwarded to the registered office of the Association and shall be effective from the date of notice, with no rebate on dues paid for that fiscal year.
b. The payment of any debt to the Association shall be a prerequisite prior to a reinstatement of a membership.	Reinstatement,	(b) The payment of any debt to the Association shall be a prerequisite prior to a reinstatement of a membership.
Section 4.6 Suspension, Disqualification		
Any Member may be suspended or disqualified by the Board, as a Member, for breach of the by-laws or other cause, after being served with written notice of such intended suspension or disqualification by the President.	From legal counsel common language used in compliance with ONCA. More prescriptive process or assessment procedures will be written into the Policies Manual as per (i)	4.5.2 Suspension, Disqualification <i>The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:</i> <i>(i) violating any provision of the Articles, the By-laws or written policies of the Corporation;</i> <i>(ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or</i> <i>(iii) any other reason that the Board acting in good faith considers to be fair and reasonable, and in its sole and absolute discretion, having regard to the purpose of the Corporation.</i> <i>If the Board determines that a member should be suspended or expelled from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.</i>
Within 30 days of receipt of notification of suspension or disqualification such Member may make a written request to be heard by the Board. Such Member shall have the right to be heard by the Board within thirty (30) days after such request by the Board, and to be represented by counsel before the Board. The Board's decision at such hearing shall be final.	From legal counsel common language used in compliance with ONCA.	4.5.3 Reinstatement <i>The member may make a written submission to the president, or such other officer as may be designated by the Board, in response to the notice received within such 15-day period. If no written submission is received, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation.</i> <i>If a written submission is received in accordance with this Section, the Board will give the member an opportunity to be heard orally or in writing, or in another format permitted by the Articles or By-laws, not less than five days before the suspension or expulsion of membership becomes effective. The Board's decision shall be final and binding on the member without any further right of appeal to the Board.</i>
		The payment of any debt to the Association shall be a prerequisite prior to a reinstatement of a membership.

ARTICLE 5

2013 Version	Suggestion Changes	2025 Version
ARTICLE 5: MANAGEMENT		
<u>Section 5.1</u> Board of Directors		
<p>a) The Association shall be managed by a Board of Directors which shall be deemed competent to exercise all or any of the authorities, powers and discretions and shall do such acts and things as the Association is authorized by law to exercise and do; to enter into such agreements, contracts or arrangements as they may see fit and to provide for the execution thereof and the affixing of the Association's seal thereto, including the borrowing of funds necessary to pursue its purposes.</p>	<p>The legacy clause of affixing seals, no longer necessary in the digital world.</p>	<p>The Association shall be managed by a Board of Directors which shall be deemed competent to exercise all or any of the authorities, powers and discretions and shall do such acts and things as the Association is authorized by law to exercise and do; to enter into such agreements, contracts or arrangements as they may see fit and to provide for the execution thereof and the affixing of the Association's seal thereto, including the borrowing of funds necessary to pursue its purposes.</p>
<p>b) The Board shall be composed of the President, Vice President, Treasurer, Secretary (collectively and individually referred to as "Officers" as defined in section 5.2), the Immediate Past President and not less than six (6) other Members. The total number of Allied and Corporate Residential Members on the Board shall not, in the aggregate, be more than one third (1/3) of the total number of Board Members.</p>	<p>Legal counsel recommended that there should be a definition of both a minimum and a maximum size of the Board.</p> <p>Our current Incorporation documents will be adjusted to reflect this change.</p>	<p>The Board shall be a minimum of 10 composed of the</p> <ul style="list-style-type: none"> • President, Vice President, Treasurer, Secretary (collectively and individually referred to as "Officers" as defined in section 5.2), and • not less than six (6) other Members. <p>In addition, the Immediate Past President shall be an ex officio member of the Board.</p> <p>The Board shall be a maximum of 17 of which the total number of Allied and Corporate Residential Members on the Board shall not, in the aggregate, be more than one third (1/3) of the total number of Board Members.</p>

c) The office of an Officer, Director or Committee or Task Force Chair, shall be vacated forthwith for any of these reasons:	The ED is an Officer, and a paid position so should be an exception for this clause.	The office of an Officer (excluding the Executive Director), Director or Committee or Task Force Chair, shall be vacated forthwith for any of these reasons:
i. absence from three (3) consecutive meetings without leave of absence acceptable to the Board;	We will use the Policies and Procedures Manual to better define circumstances around what makes an acceptable leave of absence	absence from three (3) consecutive meetings without leave of absence acceptable to the Board as defined in the Policies and Procedures Manual or;
ii. cessation of membership or loss of good standing in the Association;		cessation of membership or loss of good standing in the Association or;
iii. undeclared conflict of interest; or	We will use the Policies and Procedures Manual to better define conflict of interest and examples and introduce a Conflict of Interest declaration at each Board meeting.	undeclared conflict of interest as outlined in the Policies and Procedures Manual; or
iv. for any reason, following a two thirds (2/3s) majority vote of the Board and a resolution is passed.	Any reasons was replaced with "good" reasons. An inexhaustive list should be part of the Policies and Procedures Manual A "Good Reason" – "Good Clause" could also be in the Policies and Procedures Manual ONCA standard is a simple majority vote not 2/3.	for any good reason, following a majority vote of the Board and a resolution is passed.
d) Other than those noted in these by-laws, the Board may establish and approve Committees and Task Forces. The Board shall designate the mandate and related policies to be pursued by Committees and Task Forces.		
e) Vacancies With input by a nominating committee appointed by the Board, vacancies on the Board, the Executive Committee or Task Force chairs, shall be filled by appointment of the Board for the remainder of the term. If the Immediate Past President shall decline to serve, resign, die, be removed or otherwise cease to be a member of the Board, the Board shall (by appointment), at its discretion, be permitted to reinstate to the Board the next most recently serving Immediate Past President.		With input by a nominating committee Nominations Committee appointed by the Board, vacancies on the Board, the Executive Committee or Task Force chairs, shall be filled by appointment of the Board for the remainder of the term. If the Immediate Past President shall decline to serve, resign, die, be removed or otherwise cease to be a member of the Board, the Board shall (by appointment), at its discretion, be permitted to reinstate to the Board the next most recently serving Immediate Past President.
	New section to identify options for the members to remove a Director(s).	Removal of Directors: Except as prohibited by applicable law, or the Articles, the members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by ordinary resolution.

<u>Section 5.1</u> Officers		
The Officers of the Association shall be the Executive Director, President, the Vice President, the Treasurer , and the Secretary. Volunteer officers shall first be Directors and shall carry out the will of the Board.		
<u>Section 5.2</u> Executive Committee		
a) The Executive Committee shall consist of the Officers, the Immediate Past President (if there is one) and another Director (who shall be known as the “Director at Large” (appointed annually by the Board).		
b) The Executive Committee is responsible, for interpreting and directing the decisions of the Board between meetings of the Board and shall report its deliberations and actions to the Board for ratification.	Should add the responsibility to work on proposals for BOD review.	The Executive Committee is responsible, for interpreting and directing the decisions of the Board between meetings of the Board, develop proposals for Board review and shall report its deliberations and actions to the Board for ratification.
c) The Executive Committee may meet by means of electronic transmission methods.	ONCA specific language, that makes the point that the platform(s) chosen must allow everyone to participate.	<i>If the Executive Committee calls a meeting of members, the Executive Committee may determine that the meeting shall be held, in accordance with the Act, entirely or partially by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting..</i>
<u>Section 5.3</u> Executive Director and Staff		
The Board may employ an Executive Director and other staff to administer the Association’s affairs, upon such titles, position descriptions and conditions and at such remuneration as the Board shall approve.		

Section 5.4 Finance		
Banking All money, negotiable securities and other valuable effects are to be deposited in the name and to the credit of BOMA Ottawa in a chartered bank or trust company. Other forms of non-negotiable securities may be held by and/or placed with a chartered bank or trust company or a registered dealer in securities as may be designated by the Board. All such deposits are to be fully insured.		
Audit		
a)The auditors of the Association's financial records shall be qualified chartered accountants, appointed by the Board at their first meeting after the Annual General Meeting.	We use the AGM to appoint the Auditors, unless we need to have it assigned to the Boad at the AGM.	The auditors of the Association's financial records shall be qualified chartered accountants, appointed at the Annual General Meeting of the membership each year.
b)The Auditors shall audit the accounts and prepare complete financial statements for the preceding fiscal year, for presentation and approval by the members, at the Annual General Meeting or the next Regular Meeting following their completion.	Remove the next Regular Meeting, as we don't have them anymore, this was a legacy clause from when the lunches were meetings.	The Auditors shall audit the accounts and prepare complete financial statements for the preceding fiscal year, for presentation and approval by the members, at the Annual General Meeting or the next Regular Meeting following their completion.
Fiscal Year The fiscal year of the Association shall be from January 1 st to December 31 st of each year.		
Records		
i.The financial affairs of the Association will be managed during the year by the Executive Director and the Treasurer, monitored by the Finance Committee. ii.Any member may examine the books and records of the Association on giving reasonable notice.	This work is as well accomplished by the Executive Committee, so assign the role to the Executive Committee	The financial affairs of the Association will be managed during the year by the Executive Director and the Treasurer, monitored by the Finance Executive Committee. Any Member may examine the books and records of the Association on giving reasonable notice.

ARTICLE 6

2013 Version	Suggestion Changes	2025 Version
ARTICLE 6: DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE MEMBERS		
The Duties of Officers and the Executive Committee are outlined in Article 6 of the BOMA Ottawa Bylaws and further detailed in the BOMA Policy and Procedures Manual as appropriate.		
<u>Section 6.1</u> The President		
The President shall:		
a) represent the Association and carry out the will of the Board;	FURTHER TASK: the Policies and Procedures Manual will have a more detailed set of duties for all the Officers (as well as Director at Large and Past President) positions.	
b) chair all Board and Executive Committee meetings and the Annual and General Meetings of the Association;		
c) provide leadership in respect to activities of the Association and in the enforcement of policies, procedures and programs directed by the Board from time to time;		
d) Work closely with the Executive Director and the Vice President to achieve the Association's goals; and		
e) be ex officio a member of all Committees and Task Forces.	This is a concept that is not used by most associations anymore.	Delete
f) such other duties as the Board shall, from time to time, request		
<u>Section 6.2</u> The Vice President-		
The Vice President shall:		
a) in the absence of the President, assume the duties and authorities of the President;		
b) Be an ex officio member of the Finance Committee	If we remove the Finance Committee, then this clause not required as this work is being done by the Executive Committee.	Delete
c) such other duties as the Board shall, from time to time, request.		

<u>Section 6.3</u> The Treasurer		
The Treasurer shall:		
a) in the absence of the President and Vice President, assume the duties and authorities of the President;		
b) in conjunction with the Executive Director and Finance Committee, be responsible for the supervision of all financial matters of the Association, advising the Board on investments of surplus funds and the best use of assets, ordering the annual audit of the financial records of the Association as well as providing interim financial reports to the Board; and	If we remove the Finance Committee, then this clause should reflect the Executive Committee added role.	in conjunction with the Executive Director and Finance Executive Committee, be responsible for the supervision of all financial matters of the Association, advising the Board on investments of surplus funds and the best use of assets, ordering the annual audit of the financial records of the Association as well as providing interim financial reports to the Board; and
c) with the Executive Director, ensure that dues and levies are billed and collected within the prescribed time limits and that the Association's debts are properly discharged.		
d) such other duties as the Board shall, from time to time, request.		
<u>Section 6.4</u> The Secretary		
The Secretary shall:		
a) approve the recordings of the proceedings of all Association meetings by signing same, together with the President, prior to distribution;		
b) ensure the safe keeping of the Association's seal and its affixing to all official documents requiring same;	Legacy concept of a corporate seal, no longer necessary	Delete
c) with the Executive Director, ensure the accuracy of the record of all the Members of the Association and their addresses; and		
d) such other duties as the Board shall, from time to time, request.		

Section 6.5 The Immediate Past President		
The Immediate Past President:		
	The Immediate Past President is not an officer (defined in Section 5.1).	The Immediate Past President is not an Officer of the Association, but does serve on the Executive Committee.
a) is a member of the Board and shall provide the board and Executive Committee with the benefits of their experience and knowledge.		
b) will step down from the Board upon appointment of the new Past President.		
		The Director at Large
	Need to add the Director@Large and Executive Directors who are members of the Executive Committee in how we operate today.	is a member of the Board and shall provide the Executive Committee and shall serve as a liaison between the Board Members, that are not on the Executive Committee, and the Executive Committee where appropriate.
		The Executive Director
		is a member of the Board and manages daily operations, implements board policies, and provides strategic guidance to ensure organizational goals are met. The Executive Director acts as a bridge, translating Executive Committee and Board directives into actionable plans and reports.

ARTICLE 7

2013 Version	Suggestion Changes	2025 Version
ARTICLE 7: ELECTIONS		
<u>Section 7.1</u> Nominations		
<p>a) A nominating committee (herein referred to as the "Nominating Committee") will be appointed by the Board and will be comprised of three (3) Members, one of whom shall be the Vice-President, and one of whom shall be the Immediate Past President (if there is one) who shall also chair the Nominating Committee. If there is not an Immediate Past President on the Board, the Treasurer shall serve on the Nominating Committee in the stead of the Immediate Past President and the Vice-President shall chair the Nominating Committee.</p>	<p>Typographical adjustment.</p>	<p>A nominating committee (herein referred to as the "Nominating Nominations Committee") will be appointed by the Board and will be comprised of three (3) Members, one of whom shall be the Vice-President, and one of whom shall be the Immediate Past President (if there is one) who shall also chair the Nominating Nominations Committee. If there is not an Immediate Past President on the Board, the Treasurer shall serve on the Nominating Nominations Committee in the stead of the Immediate Past President and the Vice-President shall chair the Nominating Nominations Committee</p>
<p>b) The Nominating Committee shall prepare a slate of Board candidates for election to the Board at the next Annual General Meeting.</p>	<p>Typographical adjustment.</p>	<p>The Nominating Nominations Committee shall prepare a slate of Board candidates for election to the Board at the next Annual General Meeting.</p>
<p>c) The Nominating Committee chairperson shall report the slate to the President not later than thirty (30) days prior to the Annual General Meeting and the Executive Director shall give notice of the proposed slate to the Members at least twenty (20) days prior to the Annual General Meeting.</p>	<p>Typographical adjustment. The report should be to the Board not the President. The 30 days is too specific.</p>	<p>The Nominating Nominations Committee chairperson shall report the slate to the President Board of Directors not later than the meeting immediately preceding the Annual General Meeting thirty (30) days prior to the Annual General Meeting and the Executive Director shall give notice of the proposed slate to the Members at least twenty (20) days prior to the Annual General Meeting.</p>
<p>d) Nothing herein shall be construed as preventing other and further nominations by Members for Members other than those proposed by the Nominating Committee, providing that written consent is obtained from the nominee in question and notice thereof given to the Association not later than five (5) days prior to the Annual General Meeting.</p>	<p>Typographical adjustment.</p>	<p>Nothing herein shall be construed as preventing other and further nominations by Members for Members other than those proposed by the Nominating Nominations Committee, providing that written consent is obtained from the nominee in question and notice thereof given to the Association not later than five (5) days prior to the Annual General Meeting.</p>
<u>Section 7.2</u> Elections		
<p>a) At each Annual General Meeting, the Members shall receive the report of the Nominating Committee and the voting Members shall elect the Directors.</p>	<p>Typographical adjustment.</p>	<p>At each Annual General Meeting, the Members shall receive the report of the Nominating Nominations Committee and the voting Members shall elect the Directors.</p>
<p>b) The Officers shall be elected by the Directors, at the first Board meeting following the Annual General Meeting. The outgoing President shall preside over the elections and shall then vacate the Chair in favour of the newly elected President.</p>	<p>We go for two one year terms, so we don't always have an outgoing President to preside. Recommend this be the Nominations Committee Chair.</p>	<p>The Officers shall be elected by the Directors, at the first Board meeting following the Annual General Meeting. The outgoing President Chair of the Nominations Committee shall preside over the elections and shall then vacate the Chair in favour of the newly elected President.</p>

Section 7.3 Terms of Office		
a) The term of office for the President shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.		
b) The term of office for the Vice President- shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.		
c) The term of office for the Treasurer shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.		
d) The term of office for the Secretary shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.		
e) The term of office for the Director at Large shall be for one (1) year subject to re-election for one (1) further year but not to exceed two (2) consecutive years.		
f) The term of office for the Immediate Past President shall be same as the term of office for the President, and will step down from the Board when the new Immediate Past President is appointed.		
g) The term of office for all other Directors shall be one (1) year, subject to re-election.		
h) The term of office for all Directors (except for the then Immediate Past President whose term shall be the same as the term of office for the then President) shall not exceed six (6) consecutive terms of one (1) year each unless in the sixth year of their term a Director is either Vice President or President, in which case such Director (or Directors, as the case may be) shall be permitted to stand for re-election for a 7th, 8th and 9th year of office and, as such, may be included in the slate of candidates for election to the Board prepared by the Nominating Committee or nominated by a Member as otherwise provided in these bylaws, provided such Director (i) was in their 6th year of office either the Vice President or President, and (ii) is at the time of nomination or re-election at the Annual General Meeting, as the case may be, either the then outgoing Vice President or the then outgoing President of the Board.		
i) In all cases the term of office shall commence from the date of the Annual General Meeting in the year of election."		

ARTICLE 8

2013 Version	Suggestion Changes	2025 Version
ARTICLE 8: MEETINGS		
<u>Section 8.1</u> Annual General Meeting		
	New on the advice of legal counsel	<p>Notice of Meetings of Members. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:</p> <ul style="list-style-type: none"> (a) mail, courier, or personal delivery to each member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held; or (b) telephonic, electronic, or other communication facility to each member entitled to vote at the meeting, during a period of not less than 10 and not more than 50 days before the day on which the meeting is to be held. <p>Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution or By-law to be submitted at the meeting.</p> <p>Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.</p>
The Annual General Meeting of the Association shall be held in the month of March or early April, at such place and time as may be directed by the Board and notice of such meeting shall be sent to the Members at least ten (10) days preceding the date thereof.	Won't ever be in March, as audited statements can't be ready and distributed that quickly. Legal counsel suggests putting the maximum notice period, to be consistent with ONCA.	The Annual General Meeting of the Association shall be held in the month of March April or early April , May at such place and time as may be directed by the Board and notice of such meeting shall be sent to each member entitled to receive notice of the meeting; each director and Members at least ten (10) days and no more than fifty (50) days preceding the date thereof.
<u>Section 8.2</u> Regular Meetings		
Regular Meetings of the Association shall be held in accordance with a schedule and at such place as directed, from time to time, by the Board.	This is a legacy clause, we don't have regular meetings anymore, the used to be the lunches.	Delete
<u>Section 8.3</u> Special Meetings		
Special Meetings of Members may be called at any time by the President or, in the President's absence, by the Vice President, the Treasurer, or the Secretary in turn, or may be called on written request of a majority of the Board or any ten (10) voting Members, with ten (10) days notice given to	Legal counsel suggests putting the maximum notice period, to be consistent with ONCA.	Special Meetings of Members may be called at any time by the President or, in the President's absence, by the Vice President, the Treasurer, or the Secretary in turn, or may be called on written request of a majority of the Board or any ten (10) voting Members, with a minimum of ten (10) days and no more than fifty (50) days notice given to the Members of such meeting,

<p>the Members of such meeting, together with sufficient information to permit Members to form a reasoned judgment on the decision(s) to be taken.</p>		<p>together with sufficient information to permit Members to form a reasoned judgment on the decision(s) to be taken.</p>
<p><u>Section 8.4</u> Board of Directors Meetings</p>		
<p>Meetings of the Board shall be held at such time and such place, at the convenience of the Board.</p>	<p>To identify the option to hold means via new virtual presence technology. Stipulation to ensure all participants can communicate via the platforms chosen.</p>	<p>Notice of the time and place for the holding of a meeting of the Board under Section 8.8 shall be given in the manner provided in Section 8.8 to every Director at least seven (7) days before the time when the meeting is to be held.</p> <p>Notice of a meeting shall not be necessary if</p> <p>(a) all of the Directors are present and none of the Directors objects to holding the meeting or</p> <p>(b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such meeting.</p> <p>Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors.</p> <p>A notice of meeting need not specify a place of the meeting if the meeting is to be held entirely, or in part, by one or more telephonic or electronic means, provided that the notice includes instructions for attending and participating in the meeting by the telephonic or electronic, including, if applicable, instructions for voting by such means at the meeting.</p>
<p><u>Section 8.5</u> Executive Committee Meetings</p>		
<p>Meetings of the Executive Committee shall be at the call of the Chair or, generally, between Board meetings, as required by the affairs of the Association. The President will preside.</p>	<p>Legal counsel will provide text to identify that electronic platforms for meetings are acceptable.</p> <p>Also identifies a means to call an Executive Committee Meeting where a Chair is unwilling (or unable) to call a meeting.</p>	<p>Meetings of the Executive Committee shall be at the call of the President, generally, between Board meetings, as required by the affairs of the Association. The President will preside as chair</p> <p>In addition, any two members of the Executive Committee can call for an Executive Committee meeting via written notice to the Executive Director to call a meeting and draft the agenda for distribution. The President will preside.</p> <p>A meeting of members of the Executive Committee may be held, in accordance with the Act, entirely, or partially, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.</p>

<u>Section 8.6</u> Committee and Task Force Meetings		
Committee and Task Force meetings shall be at the call of the Chair, as required by the affairs of the Committee or Task Force.		
<u>Section 8.7</u> Parliamentary Procedure		
All meetings of the Association shall be conducted in accordance with Roberts Rules of Order.	Legal Counsel has said this can be removed, if we don't follow the process strictly.	Delete
	New	<p>Conducts of Virtual Meetings. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.</p> <p>A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this Section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.</p>

<u>Section 8.8</u> Notice		
<p>(a) Reasonable notice shall be given of all meetings.</p> <p>(b) Failure of a Member to receive notification of a Meeting will not invalidate any proceedings taken thereat.</p>		<p>(a) Reasonable notice shall be given of all meetings via</p> <ul style="list-style-type: none"> • mail, courier, or personal delivery to each member entitled to vote at the meeting; or • telephonic, electronic, or other communication facility to each member entitled to vote at the meeting <p>(b) Failure of a Member to receive notification of a Meeting will not invalidate any proceedings taken thereat.</p>
<u>Section 8.9</u> Quorum		
a) No meeting of the Association shall be properly constituted unless a quorum is present.		
b) Six (6) members of the Board, of which no more than two (2) are either Corporate Residential or Allied		

Members, shall constitute a quorum for the transaction of business at Board meetings.		
c) A simple majority of the members of the Executive Committee and other Committees or Task Forces shall constitute a quorum for the transaction of business of the Executive Committee, other Committee or Task Force, as the case may be.		
d) One third (1/3) of all voting Members of the Association, present in person or by proxy, shall constitute a quorum to vote to transact any business at an Annual General Meeting or Regular Meeting.	BOMA does not hold regular meetings.	One third (1/3) of all voting Members of the Association, present in person or by proxy, shall constitute a quorum to vote to transact any business at an Annual General Meeting or Regular Meeting .
e) A simple majority of voting Members of the Association present, in person or by proxy, shall constitute a quorum to vote to transact any business at a Special Meeting.		

ARTICLE 9

2013 Version	Suggestion Changes	2025 Version
ARTICLE 9: VOTING		
Section 9.1		
a) Only the Designated Representative for each Corporate Member in good standing shall have the right to vote at Annual General Meetings, Regular and Special Meetings of the Association, and in addition, all members of the Board shall have one (1) vote each at those meetings.	We no longer hold Regular Meetings.	Only the Designated Representative for each Corporate Member in good standing shall have the right to vote at Annual General Meetings, Regular and Special Meetings of the Association, and in addition, all members of the Board shall have one (1) vote each at those meetings.
b) All Board, Executive Committee, Committee and Task Force members shall have one vote at their respective meetings.		
c) On all matters, in all meetings, including the election of Directors and Officers, a simple majority shall prevail, except as noted otherwise in these by-laws.		
d) Voting at Annual General Meetings or Special Meetings may take place by proxy. Such proxy need not be a member of the Association but before voting, the proxy holder shall produce and deposit with the Secretary an appointment in writing from a Designated Member in the form of proxy attached as Appendix "2".	Change the criteria so that a proxy must be assigned to another member as opposed to anyone. Appendix revised for a more contemporary Proxy Form.	Voting at Annual General Meetings or Special Meetings may take place by proxy. Such proxy need not must be a member of the Association. but B- Before voting, the proxy holder shall produce and deposit with the Secretary BOMA Office an appointment in writing from a Designated Principal Member in the form of proxy attached as Appendix "2".
e) In the event of a tied vote at any meeting of the Members, a Committee or Task Force, the Chair shall direct the issue to be discussed again and a second vote taken. The Chair shall be entitled to a second or casting vote in the event of an equality of votes on such second vote.	Chair has been newly defined in the definitions. Needed to define it is the chair of the day that can cast the vote, not just the Chair of the Committee or Task Force.	In the event of a tied vote at any meeting of the Members, a Committee or Task Force, the Chair of the meeting shall direct the issue to be discussed again and a second vote taken. The Chair of the meeting shall be entitled to a second or casting vote in the event of an equality of votes on such second vote.
f) A fax or electronic mail vote of the Board or the Executive Committee, as the case may be, may be permitted upon authorization of a majority of the Board or the Executive Committee, respectively. Such a vote must be ratified at the next Board or Executive Committee meeting, as the case may be.	The Fax option should be removed as we don't use a fax machine anymore. An electronic copy is more secure for record keeping purposes.	A fax or An electronic mail vote of the Board or the Executive Committee, as the case may be, may be permitted upon authorization of a majority of the Board or the Executive Committee, respectively. The result of such a vote must be ratified reported and recorded at the next Board or Executive Committee meeting, as the case may be.
g) Honorary, Retired and Life Members shall not have the right to vote or hold office in the Association.	This clause should only speak to voting rights.	Honorary, Retired and Life Members shall not have the right to vote. or hold office in the Association.
	New addition based on ONCA requirements.	h) All decisions for Ordinary Resolutions are authorized by a simple majority unless otherwise required by the BOMA Ottawa Bylaws or The Act. All decisions for Special Resolutions are authorized by the majority defined by the BOMA Ottawa Bylaws or the Act.

ARTICLE 10

2013 Version	Suggestion Changes	2025 Version
ARTICLE 10: CONSIDERATION FOR SERVICES		
<p><u>Section 10.1</u> The consideration for any volunteering of services (whether as an Officer, Director, and Committee member, or volunteer) rendered to the Association by any Member shall consist only of the benefit derived from membership in the Association. No remuneration shall be paid except for any reasonable expenses pre-approved by the Board.</p> <p>(In some circumstances an Officer may be paid a salary or receive other benefits, subject to the approval of both the Board and the Corporate Members at a Special Meeting.)</p>	<p>No reason to include the “In some circumstances” line, it is the policy that Board Members may not receive remuneration for the work as Board member.</p> <p>This does not apply to the Executive Director as he/she is not volunteering services, but are contractual bound to the association.</p>	<p><u>Section 10.2</u> The consideration for any volunteering of services (whether as an Officer, Director, and Committee member, or volunteer) rendered to the Association by any Member shall consist only of the benefit derived from membership in the Association. No remuneration shall be paid except for any reasonable expenses pre-approved by the Board.</p> <p>(In some circumstances an Officer may be paid a salary or receive other benefits, subject to the approval of both the Board and the Corporate Members at a Special Meeting.)</p>

ARTICLE 11

2013 Version	Suggestion Changes	2025 Version
ARTICLE 11: INDEMNIFICATION		
<p><u>Section 11.1</u></p> <p>(a) Every Director, Officer and other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:</p> <p>(i) all costs, charges and expenses whatsoever that such Director or Officer sustains or occurs as a result of any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of office; and</p> <p>(ii) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.</p> <p>(b) The Association shall purchase and maintain insurance to cover the indemnification in subsection 11.1(a).</p>		

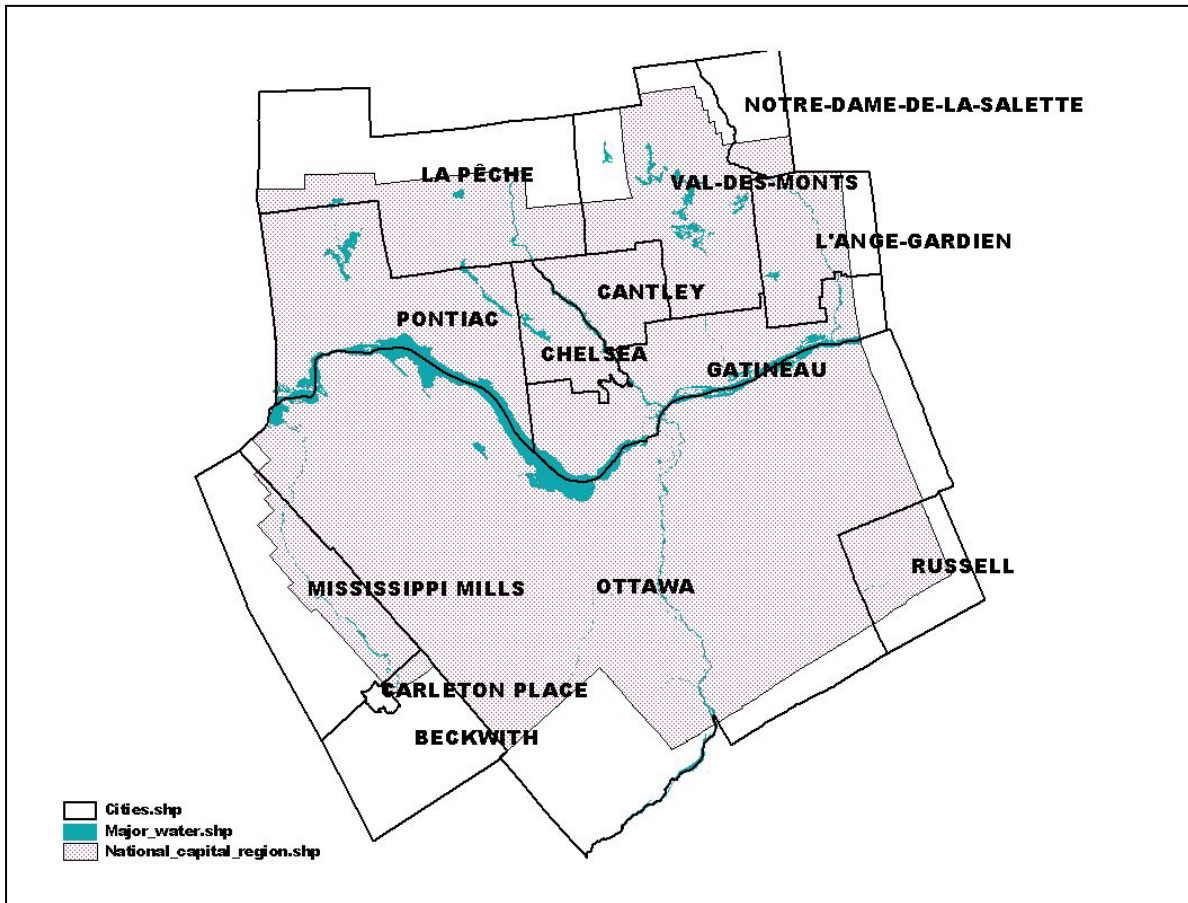
ARTICLE 12

2013 Version	Suggestion Changes	2025 Version
ARTICLE 12: DISSOLUTION OF THE ASSOCIATION		
<p><u>Section 12.1</u> In the event that the operations of the Association shall cease, then after discharge of all debts and legal obligations, the assets of the Association shall be realized and distributed, to a not-for-profit organization, designated by the Board.</p>		

ARTICLE 13

2013 Version	Suggestion Changes	2025 Version
ARTICLE 13: AMENDMENTS TO BYLAWS		
<p><u>Section 13.1</u> Any proposed amendment to these by-laws shall be submitted to the Board and, if approved by the Board, they shall be submitted to the Members in writing, with thirty (30) days notice before a vote is taken.</p> <p>To be approved, amendments must receive a 2/3rds majority vote of voting Members present in person or by proxy at a Special Meeting of the Association.</p>		<p>Any proposed amendment to these by-laws shall be submitted to the Board and, if approved by the Board, they shall be submitted to the Members in writing as a Special Resolution, with thirty (30) days notice before a vote is taken.</p> <p>To be approved, amendments must receive a 2/3rds majority vote of voting Members present in person or by proxy at a Special Meeting of the Association.</p>

National Capital Area



CWB: Included in the Territory are: Belleville, Kingston, Cornwall, and Petawawa

2013 PROXY FORM

The undersigned member of BOMA Ottawa hereby appoints

_____ (print name)

to attend, act vote for and on behalf of the undersigned at the meeting of members to be held at

_____, Ontario at _____ o'clock on
(location) (time)

(date)

(including adjournments thereof) and hereby revokes all proxies previously given with respect to such meeting.

DATED: _____, 200__.

Member's Name Printed

Member's Signature

Company Name

20XX PROXY FORM

BOMA Ottawa Annual General Meeting

The undersigned, as an eligible voting corporate member of BOMA Ottawa hereby appoints (please choose one)

(print name of person and company)

OR

_____, President, BOMA Ottawa

to attend, act, vote for and on behalf of the undersigned at the BOMA Ottawa Annual General Meeting of members to be held at XX:XX a.m./p.m. on Day, Month Date, Year (including adjournments thereof) and hereby revokes all proxies previously given.

DATED:

Day Month Year

Member's Name (please print)

Member's Company Name (please print)

Member's Signature

Please submit this signed form and return it to the BOMA Ottawa office at administration@bomaottawa.org